

FILED

2009 DEC 15 AM 10:31

CLERK
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

December 9, 2009

VIA FEDERAL EXPRESS:

United States Bankruptcy Court
District of Delaware
824 N. Market Street, 3rd Floor
Wilmington, DE 19801

Re: Transfer of Allowed Claim pursuant to FRBP Rule 3001(e)2
BNSF Railway Company to Marblegate Special Opportunities
Masterfund LP.

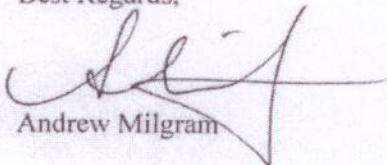
Dear Clerk of the Court:

Enclosed for processing is the following transfer of claim pursuant to rule 3001(e) 2:

Transferor	Transferee	Amount Transferred
BNSF Railway Company	Marblegate Special Opportunities Masterfund LP	\$2,952,761.71

I have enclosed an additional copy of the filing and a pre-paid Fedex envelope with the return slip already filled out. Can you please return a copy of the transfer stamped "Filed" once the transfer is put on the docket? If you have any questions I can be reached at the number above.

Best Regards,



Andrew Milgram

United States Bankruptcy Court

District of Delaware

In re W.R. Grace & Co., et al.,

Case Nos. 01-01139

Jointly Administered

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

MARBLEGATE SPECIAL OPPORTUNITIES
MASTERFUND LP

BNSF RAILWAY COMPANY

Name of Transferee

Name of Transferor

Court Claim #: 23304

Amount of Claim: \$2,952,761.71

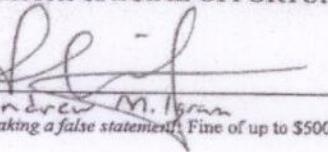
Name and Address where notices to Transferee
should be sent:

Marblegate Special Opportunities Masterfund LP
153 East 53rd Street
New York, NY 10022
Attention: Mark Zoldan
Telephone: (212) 616-7150
Email: mark@marblegate.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

MARBLEGATE SPECIAL OPPORTUNITIES MASTERFUND LP

By:


Andrew M. Iannini

Date: 12/9/09

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**FORM OF EVIDENCE OF TRANSFER OF CLAIMS
PURSUANT TO COURT ORDER ENTERED AS
DOCUMENT NUMBER 23304**

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, BNSF Railway Company, with offices located at 2500 Lou Menk Drive, Fort Worth, Texas (the "Seller"), hereby unconditionally and irrevocably sells, transfers and assigns to Marlegate Special Opportunities Masterfund LP, with offices at 153 East 53rd Street, New York, New York 10022 (the "Buyer") all of its right, title, interest, claim and causes of action in and to, or arising under or in connection with, Seller's pre-petition claims confirmed by "Order Approving Stipulation Resolving Proofs of Claim of BNSF Railway Company Pursuant to the EPA Multi-Site Agreement dated October 28, 2009 (Court Document No. 23304) against debtor and debtor-in-possession (the "Debtor") in In re W. R. Grace & Co., et al., Case No. 01-01139 (Chapter 11), Jointly Administered (the "Case"), pending in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), in the aggregate amount of \$2,952,761.71 (the "Assigned Claim") the sale of which claims were agreed to pursuant to that certain Assignment of Claim Agreement dated as of November 09, 2009 between the Seller and the Buyer.

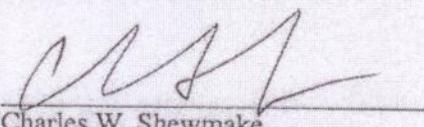
Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as might be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an Order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing Buyer as the sole owner and holder of such claims. Seller further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claims, and all payments or distributions of money or property in respect of the Assigned Claim, are to be delivered or made to the Buyer.

(signatures on following page)

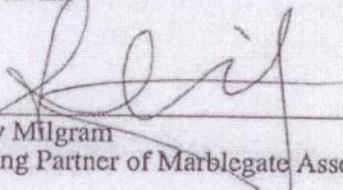
FORM OF EVIDENCE OF TRANSFER OF CLAIMS

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIMS is executed
this 09th day of November, 2009.

SELLER:
BNSF RAILWAY COMPANY

By: 
Name: Charles W. Shewmake
Title: Vice President – General Counsel

BUYER:
**MARBLEGATE SPECIAL OPPORTUNITIES
MASTERFUND L.P.**

By: 
Name: Andrew Milgram
Title: Managing Partner of Marblegate Asset Mgt.

(110909-Marblegate)

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